

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

RANDALL'S ISLAND FAMILY GOLF CENTERS,  
INC., et al.,

Chapter 11  
Case Nos. 00 B 41065 (SMB)  
through 00 B 41196 (SMB)  
(Jointly Administered)

Debtors

AFFIDAVIT OF **PETER F. KIBORN** AS PROPOSED  
PROFESSIONAL PURSUANT TO ORDER  
AUTHORIZING DEBTORS-IN-POSSESSION TO  
EMPLOY PROFESSIONS UTILIZED IN THE  
ORDINARY COURSE OF BUSINESS

PROVINCE OF ONTARIO )

CANADA )

) ss.:  
)

PETER F. KIBORN, being duly sworn, deposes and says:

1. I am a partner in the law firm of Miller Thomson LLP (the "Firm") admitted to practice and in good standing. The Firm maintains offices at 600 - 60 Columbia Way, Markham, Ontario L3R 0C0, 2500 - 20 Queen Street West, Toronto, Ontario M5H 3S1, 3000, 700 - 9<sup>th</sup> Avenue SW, Calgary Alberta T2P 3V4 and 2700 Commerce Place, 10155 - 102 Street, Edmonton, Alberta T5J 4G8. I submit this affidavit (the "Affidavit") in connection with the order (the "Order") entered by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") on May 4, 2000, authorizing the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") to employ and retain professions utilized in the ordinary course of business pursuant to sections 105(a), 327 and 328 of title 11 of the United States Code (the "Bankruptcy Code").

2. The Debtors have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have provided services in the past and may provide services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties-in-interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is

retained in cases, proceedings and transactions involving many difference parties, some of whom may represent or be employed by the Debtors, claimants and parties-in-interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates.

4. Neither I nor any principal of or professional employed by the Firm has agreed to share or will share any portion of the compensation received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I nor any principal of or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

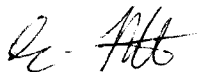
6. As set forth on the retention questionnaire (the "Retention Questionnaire") annexed hereto and separately provided to the Office of the United States Trustee, the Debtors owe the Firm \$ NIL for pre-petition services and expenses. The Firm does have certain outstanding invoice amounts with Eagle Quest Family Golf Centers Inc., the Canadian subsidiary of one of the Debtors.

7. The Firm will continue to conduct further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of those inquiries, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.



Peter F. Kiborn

Sworn to before me this  
14<sup>th</sup> day of September, 2000



Notary Public, in and for the  
Province of Ontario

In re Randall's Island Family Golf Centers, Inc., et. al.,  
Chapter 11 Case Nos. 00 B 41065(SMB) through 00 B 41196(SMB)

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY THE ABOVE-CAPTIONED  
DEBTORS AND DEBTORS-IN-POSSESSION (THE "DEBTORS")

If more space is needed, please complete on a separate page and  
attach.

1. Name and address of firm: MILLER THOMSON LLP  
600-60 COLUMBIA WAY, MARKHAM ONTARIO L3R0C9  
2500-20 QUEEN ST. W., TORONTO ONTARIO M5H3S1  
3000, 700 - 9TH AVE. SW, CALGARY ALBERTA T2P3V4  
2700 COMMERCE PLACE 10155 - 102 STREET  
EDMONTON ALBERTA T5J4G8
2. Date of retention: SEPTEMBER 2000
3. Type of services provided (accounting, legal, etc.):  
LEGAL
4. Brief description of services to be provided:  
DEBTOR IN POSSESSION LOAN, MATTERS RELATING  
TO A GUARANTEE BY THE CANADIAN SUBSIDIARY  
AND COLLATERAL SECURITY ON THE GUARANTEE
5. Arrangements for compensation (hourly, contingent,  
etc.): HOURLY
  - (a) Average hourly rate (if applicable): SEE BELOW\*\*
  - (b) Estimated average monthly compensation based on  
prepetition retention (if firm was employed  
prepetition): \_\_\_\_\_

\*\* RATES VARY LAWYER TO LAWYER; PRIMARY LAWYERS ON  
THIS MATTER WILL BE P. KIBORN @ \$320 (CAN) PER HOUR (\$210 USA)  
AND R. STIMP @ \$265 (CAN) PER HOUR (\$180 USA)

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6. Prepetition claims against any of the Debtors held by the firm:

Amount of claim: \$ NIL

Date claim arose: \_\_\_\_\_

Source of claim: \_\_\_\_\_

7. Prepetition claims against any of the Debtors held individually

Name: NIL

Status: \_\_\_\_\_

Amount of Claim: \$ \_\_\_\_\_

Date claim arose: \_\_\_\_\_

Source of claim: \_\_\_\_\_

8. Stock of any of the Debtors currently held by the firm:

Kind of shares: NIL

No. of shares: \_\_\_\_\_

9. Stock of any of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: NIL

Status: \_\_\_\_\_

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-name firm is to be employed.

NIL

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